



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49
OF THE LISTING AGREEMENT**

Name of the Company: Zen Technologies Limited

Quarter ending on: 30 September 2012

Date: 5 October 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	Presently, the Board comprises of five Directors, consisting of two Executive Directors (one being the Chairman and Managing Director and the other Whole Time Director) and three Non-Executive Independent Directors. One of the Independent Directors, Dr Pamidi Kotaiah expressed his unwillingness to continue as Director liable to retire by rotation w.e.f the conclusion of 19 th Annual General Meeting held on 27 September 2012.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	Code of Conduct is placed on the website
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	One of the Independent Directors, Dr Pamidi Kotaiah (Chairman of the Audit Committee) expressed his unwillingness to continue as Director liable to retire by rotation w.e.f. the conclusion of 19 th Annual General Meeting held on 27 September 2012.
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	

III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)	Yes	
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in the next Annual Report
(F) Management	49 (IV F)	Yes	Will be complied in the next Annual Report
(G) Shareholders	49 (IV G)	Yes	Will be complied with at the AGM
V.CEO/CFO Certification	49 (V)	Yes	Will be complied in the next Annual Report
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the next Annual Report
VII. Compliance	49 (VII)	Yes	Will be complied in the next Annual Report

For **Zen Technologies Limited**

M Amala
Company Secretary

PROMOTER AND PROMOTER GROUP	51.64%
Indian	51.64%
Foreign	--
PUBLIC	48.36%
Institutions	0.05%
FII	0.05%
DII	--
Non Institutions	41.41%
Custodians	--
Bodies Corporate	6.90%
Total	8,888,432